HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

(Formerly: Hindusthan Vidyut Products Limited)
Registered Office: Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi - 110001
Corporate Identification Number: L31300DL1959PLC003141, **E-mail:** huil@thehindusthangroup.co.in
Website: www.thehindusthangroup.co.in, **Phone:** +91-11-23310001-05, **Fax:** +91-11-23313707

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to the Shareholders of Hindusthan Urban Infrastructure Limited (hereinafter referred to as "the Company") to seek their approval by way of Postal Ballot for the proposals contained in the draft resolutions given below. The Explanatory Statement stating all material facts of the proposals is also appended hereto for your consideration.

The Company has appointed Ms. Anjali Yadav, Company Secretary in Practice of M/s Anjali Yadav & Associates having its office at 304A/10178, Ravindra Plaza, Abdul Aziz Road, Karol Bagh, New Delhi -110005 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal Ballot Form (annexed hereto) and return the form duly completed in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer before the closing of working hours (5:30 p.m.) on 12th day of August, 2014. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

In compliance with clause 35B of the Listing Agreement and the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). The Scrutinizer will submit her report to the Chairman of the Company and in his absence to Managing Director or as may be authorised by any of them, to any other director / officer of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be announced by any one of the above mentioned persons on 14th day of August, 2014, at 2.30 p.m. at the Registered Office of the Company at Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi - 110001. The result and the report of Scrutinizer on the postal ballot shall be communicated to the Delhi Stock Exchange Ltd. where the equity shares of the Company are listed and will also be displayed on the Company's website at www.thehindusthangroup.co.in. The resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 14th day of August, 2014.

SPECIAL BUSINESS

CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

1. To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED that in supersession of the earlier resolution passed by the Members of the Company on 30th August, 2013 in terms of provision of Section 293(1)(a) of the Companies Act, 1956, and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to mortgage, create security in such manner, in such form and upon such assets of the Company, both present and future and/or subject to such conditions as the Board of Directors deem fit for the purpose of securing of the borrowing or financial assistance not exceeding Rs.1000.00 Crores (Rupees One Thousand Crores) by way of External Commercial Borrowing/Term Loans/Equipment Finance/

Deferred Credit Guarantee/ debentures/Working Capital limits (Fund and Non Fund Based limits) such as Overdrafts/ Cash Credit, Letters of Credit, Bank Guarantees or any other form together with interest at the agreed rates, further interest, liquidated damages, commitment charges, premia on payment, and repayment or redemption, costs, charges and other monies payable by the company in respect of the said borrowing in favour of banks, financial institutions and other lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to the Managing Director or Director or any other officer of the Company or any other person".

By Order of the Board
For Hindusthan Urban Infrastructure Limited

Sd/-
(M L Birmiwala)
Sr. VP-Finance & Secretary

Place : New Delhi
Date : 27-05-2014

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.

2. The Board vide its Resolution passed on 27th May, 2014 has appointed Ms. Anjali Yadav, Company Secretary in Practice of M/s Anjali Yadav & Associates having its office at 304A/10178, Ravindra Plaza, Abdul Aziz Road, Karol Bagh, New Delhi -110005 as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on August 12th, 2014.

4. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on 30th June, 2014. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date.

5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

   Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company and send the same by post to the Registered Office of the Company addressed to the Scrutinizer.

Members may contact Shri Ankit Poddar, Asst. Company Secretary of the Company, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at Kanchenjunga,(7th Floor) 18, Barakhamba Road, New Delhi-110001 Ph. : +91-11-23310001-05.

6. The Scrutinizer will submit her report to the Chairman of the Company and in his absence to Managing Director or as may be authorised by any of them, to any other director / officer of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be announced by any one of the above mentioned persons on 14th day of August, 2014, at 2.30 p.m. at the Registered Office of the Company at Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi - 110001. The result and the report of Scrutinizer on the postal ballot shall be communicated to the Delhi Stock Exchange Ltd. where the equity shares of the Company are listed and will also be displayed on the Company's website at www.thehindusthangroup.co.in. The resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 14th day of August, 2014. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Members who wish to be present at the venue at the time of declaration of the result can attend the event.

7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (9.00 am to 4.00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

8. The Company also offers e-voting facility. Please see the instructions on e-voting on the back side of the postal ballot form.

In compliance with the provisions of Section 110 of the companies Act, 2013 read with rule 22 of the Companies (Management and administration) rules 2014, the company also offers e-voting options to all the shareholders. For this purpose, the Company will be making necessary arrangement with **Skyline Financial Services Private Limited** for facilitating e-voting and is pleased to offer e-voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching postal ballot Form. E-voting is optional.

Shareholders have option to vote either through e-voting or through Ballot form. Shareholders irrespective of who have registered their e-mails for receipt of documents in electronic mode under the Green initiative and who wish to vote through ballot Form can download Ballot form from the link www.evoting.nsdl.com or seek duplicate form from the Company Hindusthan Urban Infrastructure Limited, Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi – 110001, fill in the details and send the same to the Scrutinizer by Post.

The instructions for shareholders for voting through postal ballot forms and for voting electronically are mentioned on the back side of the postal ballot form.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No.1

CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

The Members of the Company, at the Annual General Meeting held on 30th August, 2013, had accorded by way of an Ordinary Resolution, their approval to the Board of Directors of the Company to mortgage, create security, subject to such conditions as the Board of Directors deem fit for the purpose of securing of the borrowing or financial assistance not exceeding Rs.1000.00 crores.

However, as per the corresponding provisions of section 180(1)(a) of the Companies Act, 2013 which was notified on 12th September, 2013 and based on the clarification thereof issued by Government of India, MCA vide General Circular no. 04/2014 dated 25th March, 2014, the Resolution(s) passed u/s 293 of the Companies Act, 1956 prior to 12.9.2013 with reference to borrowings (subject to the limits prescribed) and/ or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the new Act, for a period of 1 year from the date of notification of 180.

Further, the provisions of the Companies Act, 1956 required consent of the shareholders as an ordinary resolution for creation of security; however, the provisions of the Companies Act, 2013 stipulate consent of members by way of a Special Resolution.

Hence, in order to remain compliant with the relevant provisions on creation of security under the Companies Act, 2013 consent of the members is hereby requested by way of proposed Special Resolution.

The Board of Directors of your Company has approved this item in the Board Meeting held on 27th May, 2014 and recommends the Resolutions as set out in the accompanying Notice for the approval of members of the Company as Special Resolutions.

The Board of Directors accordingly recommends these resolutions for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution financially or otherwise except in the capacity as member of the Company.

By Order of the Board
For Hindusthan Urban Infrastructure Limited

Sd/-
(M L Birmiwala)
Sr. VP-Finance & Secretary

Place : New Delhi
Date : 27-05-2014

HINDUSTHAN URBAN INFRASTRUCTURE LIMITED

(Formerly: Hindusthan Vidyut Products Limited)
Registered Office: Kanchenjunga, (7th Floor) 18, Barakhamba Road, New Delhi - 110001
Corporate Identification Number: L31300DL1959PLC003141, **E-mail:** huil@thehindusthangroup.co.in
Website: www.thehindusthangroup.co.in, **Phone:** +91-11-23310001-05, **Fax:** +91-11-23313707

POSTAL BALLOT FORM

Serial No. :

1. Name(s) & Registered Address of the sole/first named shareholder, if any :

2. Name(s) of the Joint Holder(s) if any :

3. i. Registered Folio No. :

   ii. *DP ID No. & Client ID No. :
   *(Applicable to Shareholders holding shares in dematerialised form)

4. No. of share(s) held :

5. I/We hereby exercise my/our vote in respect of the under noted resolution to be passed through Postal Ballot / e-Voting, by sending my / our assent or dissent to the said resolution by placing tick (√) mark in the appropriate box below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for Authority to Board of Directors for creation of security on the properties of the Company in favour of the lenders under Section 180(1)(a), as detailed in Notice dated 27th May, 2014.			

Place :
Date :
E-mail ID:

Signature of the Shareholder
or
Authorised Representative

— —

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/PIN

NOTE:

1. If you opt to cast your vote by e-voting, there is no need to fill up and sing this form.
2. Last date for receipt of Postal Ballot form by Scrutinizer is 12th August, 2014 (5:30 pm)
3. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through Postal Ballot Form or through e-Voting. If a shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and vice-versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through physical ballot shall be considered and vote cast through e-voting shall be treated as invalid.
2. The notice of Postal Ballot / E-voting is being dispatched/e-mailed to the shareholders whose names appear on the Register of Members as on 30th June, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting in the Postal ballot /e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization as stated below.

Instructions for voting physically by Postal Ballot Form.

1. A Shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Anjali Yadav, Practicing Company Secretary in the enclosed self-addressed and pre-paid envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, this form should be completed and signed by the first named Shareholder and in his/her absence, by the next named shareholder, Unsigned/Blank Postal Ballot Form will be rejected.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanies by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' of dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are requested to fill the Postal Ballot form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. There will be one Postal Ballot Form for every folio / Client id irrespective on the number of joint holders.
8. Duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours i.e. 5:30 p.m. on 12th August, 2014. All Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Shareholder has not been received.
9. A member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 8 above.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signatures. If any such other paper is sent the same will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of the Postal Ballot/E-Voting will be final and binding.
12. Incomplete, unsigned or incorrectly ticket Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot / E-voting will also be posted on the website of the company www.thehindusthangroup.co.in and also in the newspaper(s) for the information of the Shareholders.

Instructions to Electronic Voting (e-voting)

The Company is pleased to offer e-voting facility as an alternate for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instruction for the same are as follows:

1. User-Id and Password is required for e-voting
   i. In case of shareholders who have not registered their e-mail addresses, their User-Id and Password is printed on the Postal Ballot Form sent to them by post along with the Notice of Postal Ballot and other documents accompanying the same.
   ii. In case of shareholders who have registered their e-mail addresses, their User-Id and Password is specified in the email sent to them on behalf of the Company by NSDL. The Softcopy of the Notice of Postal Ballot along with Postal Ballot Form and other documents accompanying the same have also been sent through email.
2. If you are already registered with NSDL for e-voting then you can use your existing user-id and password for casting your vote.
3. Open internet browser by typing the following URL: https:// www.evoting.nsdl.com
4. Click on "Shareholder - Login".
5. Mention the user-id and password noted in step 1 above. Click login.
6. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost case to keep your password confidential.
7. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
8. Select "EVEN" (E-Voting Event Number) of Hindusthan Urban Infrastructure Limited for casting your vote. Kindly note that vote once cast cannot be modified.
9. Now you are ready for "e-Voting" as "Cast Vote" page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
11. Upon confirmation, the message 'Vote cast successfully' will be displayed. Kindly note that vote once cast cannot be modified.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: **anjaliyadav.associates@gmail.com** with a copy marked to **evoting@nsdl.co.in.**
13. The e-voting period commences on 16th July, 2014 from 09:00 am and ends on 12th August, 2014 at 5:30 pm. The e-voting module will be disabled by NSDL for voting thereafter.
14. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.co.